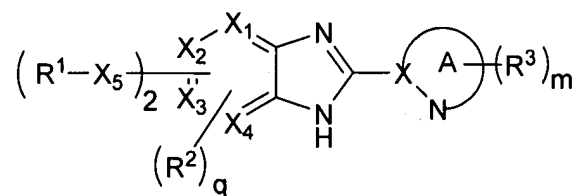


### Amendments to the Claims

This listing of claims will replace all prior versions, and listings, of claims in the application.

Claims 1-26 (Cancelled)

Claim 27 (Currently Amended) A compound of a formula (I-0):



(I-1) (I-0)

or a pharmaceutically acceptable salt thereof, wherein:

X represents a carbon atom or a nitrogen atom;

X<sub>1</sub>, X<sub>2</sub>, X<sub>3</sub> and X<sub>4</sub> each independently represent a carbon atom;

one X<sub>5</sub> represents a member selected from the group consisting of O, S, S(O) and SO<sub>2</sub> and the other X<sub>5</sub> represents a direct bond;

ring A represents a member selected from the group consisting of thiazolyl, imidazolyl, isothiazolyl, triazolyl, oxazolyl, oxadiazolyl, pyrazinyl, pyridyl, pyrazolyl and pyrimidinyl;

each R<sup>+</sup> represents an aryl group, or 5-6 membered N-containing heteroaryl group, having 1-4 total heteroatoms, selected from N, O and S, said heteroaryl group being optionally fused to a second aromatic ring which is an aryl or heteroaryl ring, and

the other R<sup>+</sup> represents an aliphatic ring, or a heterocyclic mono or bicyclic heterocyclic non-aromatic group having 4-10 atoms and 1-4 heteroatoms selected from O, S and N, said R<sup>+</sup> being optionally substituted with 1-3 R<sup>+</sup> groups;

one R<sup>1</sup> represents phenyl optionally substituted with one to three R<sup>4</sup> groups, or a 5-6 membered nitrogen-containing aromatic hetero ring having from 1-4 heteroatoms selected from nitrogen, sulfur and oxygen,

and the other R<sup>1</sup> is a 5-7 membered nitrogen containing aliphatic hetero ring, having as the heteroatom a nitrogen atom and optionally having 1-2 additional heteroatoms selected from N, O and S;

each R<sup>2</sup> independently represents hydroxy, formyl, -CH<sub>3-a</sub>F<sub>a</sub>, -OCH<sub>3-a</sub>F<sub>a</sub>, NH<sub>2</sub>, CN, halo, C<sub>1-6</sub> alkyl or -(CH<sub>2</sub>)<sub>1-4</sub>OH;

each R<sup>3</sup> independently represents a member selected from the group consisting of:

-C<sub>1-6</sub> alkyl, -(CH<sub>2</sub>)<sub>1-6</sub>-OH, -C(O)-OC<sub>1-6</sub> alkyl, -(CH<sub>2</sub>)<sub>1-6</sub>-OC<sub>1-6</sub> alkyl, -(CH<sub>2</sub>)<sub>1-6</sub>-NH<sub>2</sub>, CN, -C(O)-C<sub>1-6</sub> alkyl, halo, -C<sub>2-6</sub> alkenyl, -OC<sub>1-6</sub> alkyl, -COOH, -OH or an oxo group;

each R<sup>4</sup> independently represents a member selected from the group consisting of:

-C<sub>1-6</sub> alkyl and the alkyl may be substituted with the same or different, from 1 to 3 hydroxyl groups, halo atoms or -OC(O)-C<sub>1-6</sub> alkyl groups, the alkyl portion thereof being optionally substituted with from 1 to 3 halo atoms or -OC<sub>1-6</sub> alkyl groups;

-C<sub>3-7</sub> cycloalkyl;

-C<sub>2-6</sub> alkenyl;

-C(O)-N(R<sup>51</sup>)R<sup>52</sup>;

-S(O)<sub>2</sub>-N(R<sup>51</sup>)R<sup>52</sup>;

-O-C<sub>1-6</sub> alkyl and the C<sub>1-6</sub> alkyl may be substituted with a halogen or N(R<sup>51</sup>)R<sup>52</sup>;

-S(O)<sub>0-2</sub>-C<sub>1-6</sub> alkyl;

-C(O)-C<sub>1-6</sub> alkyl and the C<sub>1-6</sub> alkyl may be substituted with a halo atom, amino group, CN, hydroxy group, -O-C<sub>1-6</sub> alkyl, -CH<sub>3-a</sub>F<sub>a</sub>, -OC(O)-C<sub>1-6</sub> alkyl, -N(C<sub>1-6</sub> alkyl)C(O)O-C<sub>1-6</sub> alkyl, -NH-C(O)O-C<sub>1-6</sub> alkyl, phenyl, -N(R<sup>51</sup>)R<sup>52</sup>, -NH-C(O)-C<sub>1-6</sub> alkyl, -N(C<sub>1-6</sub> alkyl)-C(O)-C<sub>1-6</sub> alkyl or -NH-S(O)<sub>0-2</sub>-C<sub>1-6</sub> alkyl;

-C(S)-C<sub>3-7</sub> cycloalkyl;

-C(S)-C<sub>1-6</sub> alkyl;

-C(O)-O-C<sub>1-6</sub> alkyl;

$-(CH_2)_{0-4}-N(R^{53})-C(O)-R^{54};$

$-N(R^{53})-C(O)-O-R^{54};$

-C(O)-aryl optionally substituted with a halogen;

-C(O)-aromatic hetero ring;

-C(O)-aliphatic hetero ring;

a hetero ring optionally substituted with a halo atom or  $-OC_{1-6}$  alkyl group, which is optionally substituted with a halo atom or an  $-O-C_{1-6}$  alkyl group; and

a phenyl ring optionally substituted with a halo atom,  $-C_{1-6}$  alkyl or  $-O-C_{1-6}$  alkyl, the alkyl portions of which are optionally substituted with a halogen, CN, formyl, COOH,  $NH_2$ , oxo, hydroxy, hydroxyamidino or nitro group;

each  $R^{51}$  and  $R^{52}$  independently represents a hydrogen atom or  $-C_{1-6}$  alkyl; or taken together with the nitrogen atom to which they are attached,  $R^{51}$  and  $R^{52}$  together form a 4- to 7-membered hetero ring;

each  $R^{53}$  represents a hydrogen atom or a  $-C_{1-6}$  alkyl group;

each  $R^{54}$  represents  $-C_{1-6}$  alkyl, or when  $R^{53}$  and  $R^{54}$  each represent alkyl groups,  $R^{53}$ ,  $R^{54}$  and  $-N-C(O)-$  together form a 4- to 7-membered nitrogen-containing aliphatic hetero ring, or  $R^{53}$ ,  $R^{54}$  and  $-N-C(O)-O-$  together form a 4- to 7-membered nitrogen-containing aliphatic hetero ring and the aliphatic hetero ring may be substituted with an oxo, or the aliphatic hetero ring may have 1 or 2 double bonds in the ring;

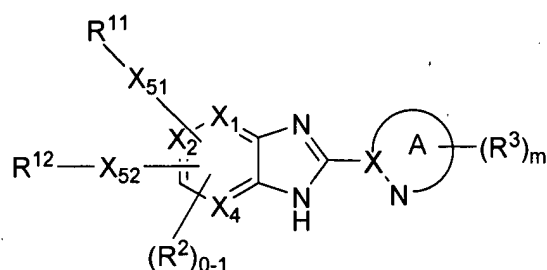
a represents an integer selected from 1, 2 and 3;

q indicates an integer of from 0 to 2; and

m indicates an integer of from 0 to 2.

Claim 28-31 (Cancelled)

Claim 32 (Currently Amended) A compound represented by a formula (I-2):



(I-2)

or a pharmaceutically acceptable salt thereof, wherein:

$X^1$ ,  $X^2$  and  $X^4$  represent carbon atoms;

X in ring A represents a carbon or nitrogen atom;

ring A represents a member selected from the group consisting of:

thiazolyl, imidazolyl, isothiazolyl, thiadiazolyl, triazolyl, pyrazinyl, pyridyl, pyridazinyl, pyrazolyl and pyrimidinyl;

$R^{11}$  represents phenyl optionally substituted with from 1 to 3  $R^4$  groups, or represents a 5- or 6-membered nitrogen-containing aromatic hetero ring having from 1 to 4 hetero atoms selected from the group consisting of nitrogen, sulfur and oxygen, and said group hetero ring being optionally substituted with from 1 to 3  $R^4$  groups;

$R^{12}$  represents a non-aromatic 4- to 7-membered nitrogen-containing hetero ring having, as the hetero atom constituting the heterocyclic ring, at least one nitrogen atom and optionally having, as the other hetero atoms, from 1 to 4 hetero atoms selected from [[a]] the group consisting of nitrogen, sulfur, and oxygen, said ring being optionally substituted with from 1 to 3  $R^4$  groups, and when the hetero ring is an aliphatic hetero ring, then it may have 1 or 2 double bonds;

one of  $X_{51}$  and  $X_{52}$  represents -O-, -S-, -S(O)- or -S(O)<sub>2</sub>-, and the other represents a direct bond;

if present, R<sup>2</sup> represents a member selected from the group consisting of: OH; formyl, -CH<sub>3-a</sub>F<sub>a</sub>, -OCH<sub>3-a</sub>F<sub>a</sub>, NH<sub>2</sub>, CN, halo, C<sub>1-6</sub> alkyl and (CH<sub>2</sub>)<sub>1-4</sub> OH;

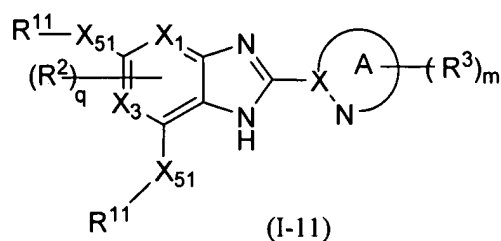
m is 0, 1 or 2 and

when present, each R<sup>3</sup> is independently selected from the group consisting of: -C<sub>1-6</sub> alkyl, -(CH<sub>2</sub>)<sub>1-6</sub>-OH, -C(O)-OC<sub>1-6</sub> alkyl, -(CH<sub>2</sub>)<sub>1-6</sub>-OC<sub>1-6</sub> alkyl, -(CH<sub>2</sub>)<sub>1-6</sub>-NH<sub>2</sub>, CN, -C(O)-C<sub>1-6</sub> alkyl, halo, -C<sub>2-6</sub> alkenyl, -OC<sub>1-6</sub> alkyl, -COOH, -OH and oxo.

Claim 33 (Currently Amended) A compound in accordance with claim 32, or a pharmaceutically acceptable salt thereof, wherein R<sup>12</sup> represents a 4- to 7-membered saturated nitrogen-containing aliphatic hetero ring having one nitrogen atom and optionally having 1 or 2 hetero atoms selected from [[a]] the group consisting of nitrogen, sulfur and oxygen, said heterocyclic ring being optionally substituted with from 1 to 3 R<sup>4</sup> groups, and X<sub>52</sub> is a single bond; or R<sup>12</sup> represents a 5- to 7-membered nitrogen-containing aliphatic hetero ring having, ~~as the atom constituting the hetero ring,~~ at least one nitrogen atom and optionally having, ~~as the other hetero atoms,~~ 1 or 2 additional hetero atoms selected from a group consisting of nitrogen, sulfur and oxygen, and optionally having in the ring, 1 or 2 double bonds, said 5- to 7-membered hetero ring being optionally substituted with from 1 to 3 R<sup>4</sup> groups.

Claim 34 (Currently Amended) A compound in accordance with claim 32, or a pharmaceutically acceptable salt thereof, wherein R<sup>12</sup> represents a 5- to 7-membered nitrogen-containing aliphatic hetero ring having, as the atom constituting the hetero ring, at least one nitrogen atom and optionally having, as other hetero atoms, 1 or 2 hetero atoms selected from [[a]] the group consisting of nitrogen, sulfur and oxygen and having, in the ring, 1 or 2 double bonds and the 5- to 7-membered hetero ring may be substituted with from 1 to 3 R<sup>4</sup> groups.

Claim 35 (Currently Amended) A compound represented by formula (I-11), or a pharmaceutically acceptable salt thereof:



wherein:

$X_1$  and  $X_3$  represent carbon atoms;

$X$  represents a carbon or nitrogen atom;

ring A represents a member selected from the group consisting of thiazolyl, imidazolyl, isothiazolyl, triazolyl, oxazolyl, oxadiazolyl, pyrazinyl, pyridyl, pyrazolyl and pyrimidinyl;

one  $X_{51}$  represents -O-, -S-, -S(O)- or -S(O)<sub>2</sub>- and the other represents a direct bond;

$q$  represents 0, 1 or 2;

each  $R^2$  independently represents a member selected from the group consisting of: hydroxy, formyl, -CH<sub>3</sub>-aF<sub>a</sub>, -OCH<sub>3</sub>-aF<sub>a</sub>, NH<sub>2</sub>, CN, halo, C<sub>1-6</sub> alkyl and -(CH<sub>2</sub>)<sub>1-4</sub>OH;

$R^{11}$  represents a phenyl optionally substituted with from 1 to 3  $R^4$ s, or represents a 5- or 6-membered nitrogen-containing aromatic hetero ring having from 1 to 4 hetero atoms selected from [[a]] the group consisting of a nitrogen atom, a sulfur atom and an oxygen atom and the nitrogen-containing aromatic hetero ring optionally substituted with from 1 to 3  $R^4$  groups;

$m$  represents 0, 1 or 2, and;

each  $R^3$  represents a member selected from the group consisting of: -C<sub>1-6</sub> alkyl, -(CH<sub>2</sub>)<sub>1-6</sub>-OH, -C(O)-OC<sub>1-6</sub> alkyl, -(CH<sub>2</sub>)<sub>1-6</sub>-OC<sub>1-6</sub> alkyl, -(CH<sub>2</sub>)<sub>1-6</sub>-NH<sub>2</sub>, CN, -C(O)-C<sub>1-6</sub> alkyl, halo, -C<sub>2-6</sub> alkenyl, -OC<sub>1-6</sub> alkyl, -COOH, -OH and oxo.

Claim 36 (Currently Amended) A compound of formula (1-0) which is selected from the following group consisting of:

1-(2-(6-(5-bromo-pyridin-2-yloxy)-2-pyridin-2-yl-3H-benzimidazol-5-yl)-pyrrolidin-1-yl)-ethanone,

1-(2-(6-(6-methanesulfonyl-pyridin-3-yloxy)-2-pyridin-2-yl-3H-benzimidazol-5-yl)-pyrrolidin-1-yl)-ethanone,

1-(2-(6-(4-hydroxymethyl-phenoxy)-2-pyridin-2-yl-3H-benzimidazol-5-yl)-pyrrolidin-1-yl)-ethanone,

1-(2-(6-(4-methanesulfonyl-phenoxy)-2-pyridin-2-yl-3H-benzimidazol-5-yl)-pyrrolidin-1-yl)-ethanone,

2-(6-(4-methanesulfonyl-phenoxy)-2-pyridin-2-yl-3H-benzimidazol-5-yl)-pyrrolidine-1-carboxamide,

2-hydroxy-1-(2-(6-(4-methanesulfonyl-1-phenoxy)-2-pyridin-2-yl-3H-benzimidazol-5-yl)-pyrrolidin-1-yl)-ethanone,

1-(2-(6-(6-ethanesulfonyl-pyridin-3-yloxy)-2-pyridin-2-yl-3H-benzimidazol-5-yl)-pyrrolidin-1-yl)-ethanone,

1-(2-(6-(4-methanesulfonyl-phenoxy)-2-pyrazin-2-yl-3H-benzimidazol-5-yl)-pyrrolidin-1-yl)-ethanone,

2-fluoro-1-(2-(6-(4-methanesulfonyl-phenoxy)-2-pyridin-2-yl-3H-benzimidazol-5-yl)-pyrrolidin-1-yl)-ethanone,

5-(6-(1-acetyl-pyrrolidin-2-yl)-2-pyridin-2-yl-1H-benzimidazole-5-yloxy)pyridine-2-carbonitrile,

1-(2-(6-(4-methanesulfonyl-phenoxy)-2-pyridin-2-yl-3H-benzimidazol-5-yl)-pyrrolidin-1-yl)-2-methylamino-ethanone,

1-(2-(6-(4-methanesulfonyl-phenoxy)-2-(1H-pyrazol-3-yl)-3H-benzimidazol-5-yl)-pyrrolidin-1-yl)-ethanone,

1-(4-fluoro-2-(6-(4-methanesulfonyl-phenoxy)-2-pyridin-2-yl-3H-benzimidazol-5-yl)-pyrrolidin-1-yl)-ethanone,

N-(5-(6-(1-acetyl-pyrrolidin-2-yl)-2-pyridin-2-yl-1H-benzimidazol-5-yloxy)-pyridin-2-yl)-acetamide,

1-(2-(2-(5-bromo-pyridin-2-yl)-6-(4-methanesulfonyl-phenoxy)-3H-benzimidazol-5-yl)-pyrrolidin-1-yl)-ethanone,

N-(2-(2-(6-(4-methanesulfonyl-phenoxy)-2-pyridin-2-yl-3H-benzimidazol-5-yl)pyrrolidin-1-yl)-2-oxo-ethyl)-acetamide,

6-(1-acetylpyrrolidin-2-yl)-5-(4-(methoxymethyl)phenoxy)-2-pyridin-2-yl-1H-benzimidazol monotrifluoroacetate,  
1-(4-((6-(1-acetylpyrrolidin-2-yl)-2-pyridin-2-yl-1H-benzimidazol-5-yl)oxy)phenyl)pyridin-2(1H)-one,  
6-(1-acetylpyrrolidin-2-yl)-5-((6-(5-methyl-[1,2,4]-oxadiazol-3-yl)pyridin-3-yl)oxy)-2-pyridin-2-yl-1H-benzimidazole,  
(2-(2-(5-((2'-fluorobiphenyl-4-yl)oxy)-2-pyridin-2-yl-1H-benzimidazol-6-yl)pyrrolidin-1-yl)-2-oxoethyl)methylamine,  
6-(1-acetylpyrrolidin-2-yl)-5-((6-([1,2,4]-oxadiazol-3-yl)pyridin-3-yl)oxy)-2-pyridin-2-yl-1H-benzimidazole,  
6-(1-acetylpyrrolidin-2-yl)-5-(4-(2-methyl-2H-tetrazol-5-yl)phenoxy)-2-pyrazin-2-yl-1H-benzimidazole,  
5-(1-acetyl-3-fluoropyrrolidin-2-yl)-6-(4-(methanesulfonyl)phenoxy)-2-pyridin-2-yl-1H-benzimidazole,  
6-(1-acetylpyrrolidin-2-yl)-5-((6-(2-methyl-2H-tetrazol-5-yl)pyridin-3-yl)oxy)-2-pyridin-2-yl-1H-benzimidazole,  
6-(1-acetylpyrrolidin-2-yl)-5-(4-(2-methyl-2H-tetrazol-5-yl)phenoxy)-2-pyridin-2-yl-1H-benzimidazole,  
5-(1-acetyl-5-methylpyrrolidin-2-yl)-6-(4-(methanesulfonyl)phenoxy)-2-pyridin-2-yl-1H-benzimidazole,  
6-(1-acetylpyrrolidin-2-yl)-5-((6-(2-methyl-2H-tetrazol-5-yl)pyridin-3-yl)oxy)-2-pyrazin-2-yl-1H-benzimidazole,  
6-(1-acetylpyrrolidin-2-yl)-5-(6-methoxymethylpyridin-3-yl)oxy)-2-pyridin-2-yl-1H-benzimidazole,  
2-(2-(5-(4-(2-methyl-2H-tetrazol-5-yl)phenoxy)-2-pyridin-2-yl-1H-benzimidazol-6-yl)pyrrolidin-1-yl)-2-oxoethanol,  
2-(5-(4-(2-methyl-2H-tetrazol-5-yl)phenoxy)-2-pyridin-2-yl-1H-benzimidazol-6-yl)pyrrolidine-1-carboxamide,  
5'-((6-(1-acetylpyrrolidin-2-yl)-2-pyridin-2-yl-1H-benzimidazol-5-yl)oxy)-2H-1,2'-bipyridin-2-one,  
3-(4-((6-(1-acetylpyrrolidin-2-yl)-2-pyridin-2-yl-1H-benzimidazol-5-yl)oxy)phenyl)-1,3-oxazolidin-2-one,  
6-(1-acetylpyrrolidin-2-yl)-5-((6-methylpyridin-3-yl)oxy)-2-pyridin-2-yl-1H-benzimidazole,  
6-(1-acetylpyrrolidin-2-yl)-5-((6-pyrazin-2-ylpyridin-3-yl)oxy)-2-pyridin-2-yl-1H-benzimidazole,



6-(1-acetyl-3-fluoropyrrolidin-2-yl)-5-((2'-fluorobiphenyl-4-yl)oxy)-2-pyridin-2-yl-1H-benzimidazole,  
3-(4-((6-(1-acetylpyrrolidin-2-yl)-2-pyrazin-2-yl-1H-benzimidazol-5-yl)oxy)phenyl)-1,3-oxazolidine-2-one,  
6-(1-acetylpyrrolidin-2-yl)-2-pyrazin-2-yl-5-((6-pyrazin-2-ylpyridin-3-yl)oxy)-1H-benzimidazole,  
6-(1-acetylpyrrolidin-2-yl)-5-((6-(5-methyl-[1,2,4]-oxadiazol-3-yl)pyridin-3-yl)oxy)-2-pyrazin-2-yl-1H-benzimidazole,  
1-(4-((6-(1-acetylpyrrolidin-2-yl)-2-pyrazin-2-yl-1H-benzimidazol-5-yl)oxy)phenyl)ethanone,  
6-(1-acetylpyrrolidin-2-yl)-5-(4-(5-methyl-[1,2,4]-oxadiazol-3-yl)phenoxy)-2-pyrazin-2-yl-1H-benzimidazole,  
6-(1-acetyl-5-methylpyrrolidin-2-yl)-5-(4-methanesulfonyl-phenoxy)-2-pyrazin-2-yl-1H-benzimidazole,  
N-methyl-2-(2-(5-(4-(2-methyl-2H-tetrazol-5-yl)phenoxy)-2-pyridin-2-yl-1H-benzimidazol-6-yl)pyrrolidin-1-yl)-2-oxoethanamine,  
6-(1-acetyl-5-methylpyrrolidin-2-yl)-5-((6-(methoxymethyl)pyridin-3-yl)oxy)-2-pyrazin-2-yl-1H-benzimidazole,  
1-(1-(6-(4-methanesulfonyl-phenoxy)-2-pyridin-2-yl-3H-benzimidazol-5-yl)-pyrrolidin-2-yl)-ethanone,  
1-(1-(6-(6-methanesulfonyl-pyridin-3-yloxy)-2-pyridin-2-yl-3H-benzimidazol-5-yl)pyrrolidin-2-yl)-ethanone,  
1-(1-(6-(6-ethanesulfonyl-pyridin-3-yloxy)-2-pyrazin-2-yl-3H-benzimidazol-5-yl)pyrrolidin-2-yl)ethanone, or  
1-(1-(6-(6-ethanesulfonyl-pyridin-3-yloxy)-2-pyrazin-2-yl-3H-benzimidazol-5-yl)-4-fluoropyrrolidin-2-yl)-ethanone, or a pharmaceutically acceptable salt thereof.

Claim 37 (Previously Presented) A pharmaceutical composition comprising a compound in accordance with claim 27 in combination with a pharmaceutically acceptable carrier.

Claim 38 (Previously Presented) A method of treating type 2 diabetes in a mammalian patient in need of such treatment comprising administering to the patient a compound in accordance with claim 27 in an amount that is effective to treat type 2 diabetes.

Claim 39 (Previously Presented) A method of treating obesity in a mammalian patient in need of such treatment comprising administering to the patient a compound in accordance with claim 27 in an amount that is effective to treat obesity.

Claim 40 (New) A compound having the name 6-(1-acetylpyrrolidin-2-yl)- 5-(6-methoxymethylpyridin-3-yl) oxy-2-pyridin-2-yl-1H-benzimidazole, or a pharmaceutically acceptable salt thereof.

Claim 41 (New) A pharmaceutical composition comprised of a compound in accordance with claim 40, or a pharmaceutically acceptable salt thereof, in combination with a pharmaceutically acceptable carrier.